

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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Highfields Capital Ltd., Highfields :
Capital I LP, Highfields Capital II LP, :
:
Plaintiffs, : Case No. 04-10624 (MLW)
v. :
:
SCOR, S.A., :
:
Defendant. :
-----x

**DEFENDANT SCOR S.A.'S MOTION TO
DISMISS PLAINTIFFS' COMPLAINT OR, IN THE ALTERNATIVE, TO STAY THE
ACTION**

Pursuant to Fed. R. Civ. P. 12(b)(6) and Fed. R. Civ. P. 12(b)(3), SCOR S.A. ("SCOR") hereby moves the Court to dismiss the Complaint of Plaintiffs, Highfields Capital Ltd., Highfields Capital I LP and Highfields Capital II LP, for failure to state a claim upon which relief can be granted and on the basis of improper venue. In the alternative, Defendant SCOR moves the Court to stay the action pending disposition of a previously-filed, related case pending in the High Court of Ireland. In addition, Defendant SCOR moves the Court to award such and other further relief as to the Court seems just and proper. Grounds upon which this motion is based are set forth in the accompanying Memorandum of Law.

REQUEST FOR ORAL ARGUMENT

In accordance with Local Rule 7.1(D), Defendant hereby requests oral argument on the grounds that Defendant believes that oral argument may assist the Court and that it wishes to be heard.

Respectfully submitted,

SCOR, S.A.

By its attorneys,

/s/ Douglas H. Meal

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July 6, 2004

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CERTIFICATION UNDER LOCAL RULE 7.1

The undersigned hereby certifies that, as required by Local Rule 7.1, counsel for the parties conferred with respect to the above motion by telephone. At that time, Plaintiff's counsel did not assent to the Motion to Dismiss.

/s/ Douglas H. Meal

Douglas H. Meal

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document, the attached Memorandum of Law in Support of Motion to Dismiss or Stay and Attachments, the Chneiweiss Affidavit and Exhibits and the McDonnell Affidavit and Exhibits were served upon Lisa C. Wood, the attorney of record for the Plaintiff at Foley Hoag LLP, 155 Seaport Blvd, Boston, MA 02210-2600 by hand on July 6, 2004.

/s/ Douglas H. Meal

Douglas H. Meal